FØRM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB Number: 3235-0076 Expires: December 31, 1996 Estimated average burden hours per response. . . . 16.00

| SEC USE ONLY | | | | | |
|--------------|---------|--|--|--|--|
| Prefix | Serial | | | | |
| DATE RE | ECEIVED | | | | |

| Name of Offering (E) check if this is an amendment and nat | me has changed, and indicate change.) |
|--|--|
| American Medical Association Option Plans | s for Trustees and Executives |
| Filing Under (Check box(es) that apply): 🗀 Rule 504 🗀 F | Rule 505 X Rule 506 D Section 4(6) X ULOE |
| Type of Filing: 🔲 New Filing 💹 Amendment | |
| A. BASIC IDE | ENTIFICATION DATA |
| 1. Enter the information requested about the issuer | |
| Name of Issuer (check if this is an amendment and name | has changed, and indicate change.) O2039143 |
| Address of Executive Offices (Number and Street, | City, State, Zip Code) Telephone Number (Including Area Code) |
| Address of Principal Business Operations (Number and Street, (if different from Executive Offices) | City, State, Zip Code) Telephone Number (Including Area Code) |
| Brief Description of Business | |
| | PROCESSED |
| | 1 2002 |
| Type of Business Organization | JUL 1 (2002 |
| ♣ corporation ☐ limited partnership, alrea ☐ business trust ☐ limited partnership, to be | other (please specify): TLOMSON |
| Actual or Estimated Date of Incorporation or Organization: | Month Year 0 4 18 97 Actual Estimated |
| Jurisdiction of Incorporation or Organization: (Enter two-letter CN for Canada; | U.S. Postal Service abbreviation for State: FN for other foreign jurisdiction) |

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director Check Box(es) that Apply: ☐ General and/or Managing Partner Full Name (Last name first, if individual) See attached lists of Directors and Executive Officers Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Executive Officer. ☐ Promoter D Beneficial Owner Check Box(es) that Apply: ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) (Number and Street, City, State, Zip Code) Business or Residence Address Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: D Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) (Number and Street, City, State, Zip Code) Business or Residence Address ☐ Executive Officer □ Director ☐ General and/or Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Executive Officer Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner Director ☐:General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Pro noter ☐ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Check Box(es) that Apply: Managing Partner

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

AMA EXECUTIVE OFFICERS

As of June, 2002

Michael D. Maves, MD, MBA 515 N. State St., Chicago, IL 60610

Robert W. Gilmore, MD 515 N. State St., Chicago, IL 60610

Catherine DeAngelis, MD 515 N. State St., Chicago, IL 60610

Robert Musacchio 515 N. State St., Chicago, IL 60610

Rhonda Rhodes, JD 515 N. State St., Chicago, IL 60610

Lee J. Stillwell
1101 Vermont Street, Washington, DC 20005

J. Todd Vande Hey 515 N. State St., Chicago, IL 60610

Linn Weiss 515 N. State St., Chicago, IL 60610

Bruce E. Balfe 515 N. State St., Chicago, IL 60610

Clair Callan 515 N. State St., Chicago, IL 60610

Richard A. Deem 515 N. State St., Chicago, IL 60610

Jon N. Ekdahl 515 N. State St., Chicago, IL 60610

Phil Fontanarosa 515 N. State St., Chicago, IL 60610

Anthony Frankos 515 N. State St., Chicago, IL 60610

AMA Executive Officers Page 2

Nawin Gupta

515 N. State St., Chicago, IL 60610

Denise Hagerty

515 N. State St., Chicago, IL 60610

Thomas Healy

515 N. State St., Chicago, IL 60610

Robert E. Hobart

515 N. State St., Chicago, IL 60610

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Murray L. Kopelaw, MD

515 N. State St., Chicago, IL 60610

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515 N. State St., Chicago, IL 60610

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515 N. State St., Chicago, IL 60610

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515 N. State St., Chicago, IL 60610

David C. Leach, MD

515 N. State St., Chicago, IL 60610

Kevin Lutz

515 N. State St., Chicago, IL 60610

Maria Maher

515 N. State St., Chicago, IL 60610

Mary Jo Malone

515 N. State St., Chicago, IL 60610

Robin I. Menes

515 N. State St., Chicago, IL 60610

AMA Executive Officers Page 3

Emerson Moran 1101 Vermont St., Washington, DC 20005

James F. Rodgers 515 N. State St., Chicago, IL 60610

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Michael J. Scotti, Jr., MD 515 N. State St., Chicago, IL 60610

Kathryn N. Trombatore 515 N. State St., Chicago, IL 60610

Kevin L. Walker 1101 Vermont Street, Washington, DC 20005

AMA DIRECTORS As of June, 2002

- Randolph D. Smoak, Jr., MD 1175 Cook Road, Suite 320, Orangeburg, SC 29118
- Yank D. Coble, Jr., MD 2700 Riverside Avenue, Suite 9, Jacksonville, FL 32205
- Richard F. Corlin, MD 1301 20th Street, Suite 330, Santa Monica, CA 90404
- John A. Knote, MD 315E - 650N West Lafayette, IN 47904
- D. Ted Lewers, MD 27303 Bailey's Neck Road, Easton, MD 21601-8505
- Timothy T. Flaherty, MD 547 East Wisconsin Avenue, Neenah, WI 54956
- John C. Nelson, MD 370 9th Avenue, Suite 101, Salt Lake City, UT 84103
- Herman I. Abromowitz, MD 226 Troy St., Dayton, Ohio 45404
- J. Edward Hill, MD
 North Mississippi Medical Center, 1680 South Green Street, Tupelo, MS 38801
- Ronald Davis, MD 2495 Barnsbury Road, East Lansing, MI 48823
- Susan Hershberg Adelman, MD 29820 Woodland Drive, Southfield, MI 48034
- Donald J. Palmisano, MD 4417 Lorino Street, Suite 200, Metairie, LA 70006
- William G. Plested, MD 1260 15th Street, Suite, 913, Santa Monica, CA 90404
- Duane M. Cady, MD 5100 West Taft Road, Liverpool, NY 13088

AMA Directors Page 2

Joseph A. Riggs, MD 117 Kings Highway West, Haddonfield, NJ 08033

Bruce A. Scott, MD 10927 Hobbs Station Road, Louisville, KY 40223

Nancy H. Nielsen, MD Cleve-Hill Family Health Center, 1461 Kensington Av., Buffalo, NY 14215

Hillary Johnson 7421 Rupert Avenue, St. Louis, MO 63117

Peter J. Watson, MD 1727 Shore Club Drive, St. Clair Shores, MI 48080

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| Does t | he offerin | ng permit i | joint owne | rship of a | single uni | i? | | ••••• | | | •••••• | Yes . D | No X |
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1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Already Type of Security Offering Price Sold Debt S None Equity □ Common □ Preferred Convertible Securities (including warrants) \$ None Partnership Interests \$_None Other (Specify options to purchase mutual fund shares \$ Unlimited \$ 3,612,784 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases 35 **c** 3,612,784 Accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Dollar Amount Type of Security Sold Type of offering Rule 505 Regulation A 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees..... Printing and Engraving Costs Legal Fees Engineering Fees Sales Commissions (specify finders' fees separately)..... Other Expenses (identify) ___

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Total

0

| 7 | C OFFEDING DRICE NUMBER | OF INVESTORS, EXPENSES AND USE | OF DDOCETY | |
|-----|--|---|-----------------------------------|-----------------------|
| | b. Enter the difference between the aggregate offertion 1 and total expenses furnished in response to I "adjusted gross proceeds to the issuer." | ring price given in response to Part C - Ques- Part C - Question 4.a. This difference is the | OI I ROCEED | \$3,612,784 |
| | Indicate below the amount of the adjusted gross prused for each of the purposes shown. If the amount estimate and check the box to the left of the estimate the adjusted gross proceeds to the issuer set forth it | at for any purpose is not known, furnish an . The total of the payments listed must equal | Payments to | |
| | | | Officers, Directors, & Affiliates | Payments To Others |
| | Salaries and fees | 🗆 \$. | 0 | □ \$ 0 |
| | Purchase of real estate | 🗆 s_ | 0 | □ · \$ 0 |
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| | Construction or leasing of plant buildings and | facilities 🗆 💲 | 0 | □ s |
| | Acquisition of other businesses (including the v offering that may be used in exchange for the a issuer pursuant to a merger) | assets or securities of another | 0 | s 0 |
| | Repayment of indebtedness | 🗆 s | 0 | □ s 0 |
| | Working capital | 🗆 s. | 0 | s 0 |
| | Other (specify): Purchase of shares su | ubject to options sold 5 | 0 | □ \$ 3.612.78¢ |
| | in the offering | | | |
| | | 🗆 \$. | 0 | \square \$ 3,612,78 |
| | Column Totals | | | |
| | Total Payments Listed (column totals added) . | ······································ | □ \$ <u>3.</u> 6 | 612,784 |
| | g. | , FEDERAL SIGNATURE | | |
| oll | e issuer has duly caused this notice to be signed by to owing signature constitutes an undertaking by the isset of its staff, the information furnished by the issuer. | suer to furnish to the U.S. Securities and Exc | hange Commis | sion, upon written re |
| SS1 | uer (Print or Type) | Signature / | Date | |
| A | merican Medical Association | (X dane makagety | 6 | -10-02 |
| | me of Signer (Print or Type) | Title of Signer (Print or Type) | | |
| Ţ | enise M. Hagerty | Vice President and Chief Fir | nancial Of | ficer |

-ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)